

Law W250, Business Associations with Professor Gadinis for 3 units

Start date: March 7, 2022

End date: April 25, 2022

Exam take-home window: April 26th- May 1st

Course description: In virtually every area of legal practice, some rudimentary knowledge about the laws governing business organizations (and particularly corporations) proves helpful. This 3-unit survey course provides much of that orientation, examining the laws governing the modern business organization (with an emphasis on corporations). We will cover a number of topics, including rules of agency law, partnership law, corporate formation, corporate identity, rights of creditors, fiduciary duties, corporate governance, executive compensation, mergers and acquisitions and securities fraud. At core, this is a survey course, so many of the topics we will discuss also have specialized courses offering a more detailed treatment. Consequently, our key goal will be to understand the rudimentary structure of each topic, and how the topics interrelate and in particular how corporate law regulates relationships among multiple different constituencies of the firm, including owners, managers, creditors, employees, customers, and suppliers. Viewed in this light, the governance of a corporation implicates the same challenges and concerns that affect any multi-party economic relationship, ranging from problems of collective action, free riding, private information, distribution and opportunism. The laws governing business organizations constitute an important set of rules, institutions, and practices that regulate and address these concerns.

Textbook: Commentaries and Cases on the Law of Business Organization, sixth edition 2021 (Allen, Kraakman, Khanna)